

Final Terms dated 22 May 2017

KBC Group NV

**Issue of EUR 750,000,000 Floating Rate Senior Notes due November 2022
under the EUR 10,000,000,000 (formerly EUR 5,000,000,000)
Euro Medium Term Note Programme**

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 13 July 2016 and the supplements to it dated 30 August 2016, 30 January 2017, 21 February 2017 and 16 May 2017 (the “**Base Prospectus**”) for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Issuer’s website (www.kbc.com) and copies may be obtained during normal business hours at the registered office of the Issuer.

1	(i) Series Number:	8
	(ii) Tranche Number:	1
	(iii) Date on which Notes will be consolidated and form a single Series	Not Applicable
2	Specified Currency:	Euro (“EUR”)
3	Aggregate Nominal Amount:	EUR 750,000,000
	(i) Series:	EUR 750,000,000
	(ii) Tranche:	EUR 750,000,000
4	Issue Price:	100 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 100,000 in excess thereof
	(ii) Calculation Amount:	EUR 100,000
6	(i) Issue Date:	24 May 2017
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	The Interest Payment Date falling in November 2022
8	Interest Basis:	Floating Rate
9	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.

10	Change of Interest Basis:	Not Applicable
11	Issuer Call Option:	Not Applicable
12	(i) Status of the Notes:	Senior Notes
	(ii) Waiver of set-off in respect of Senior Notes:	Condition 2(a)(ii): Applicable
	(iii) Event of Default or Enforcement in respect of Senior Notes:	Condition 10(a): Not Applicable Condition 10(b): Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Not Applicable
14	Fixed Rate Reset Note Provisions	Not Applicable
15	Floating Rate Note Provisions	Applicable
	(i) Interest Period(s):	Quarterly, subject to adjustment in accordance with the Business Day Convention set out in (v) below
	(ii) Specified Interest Payment Dates:	24 February, 24 May, 24 August and 24 November in each year, subject in each case to adjustment in accordance with the Business Day Convention set out in (v) below
	(iii) Interest Period End Date:	Not Applicable
	(iv) First Interest Payment Date:	24 August 2017, subject to adjustment in accordance with the Business Day Convention set out in (v) below
	(v) Business Day Convention:	
	Interest Period(s) and Specified Interest Payment Dates:	Modified Following Business Day Convention
	Interest Period End Date:	Modified Following Business Day Convention
	(vi) Additional Business Centre(s):	Not Applicable
	(vii) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Agent):	Not Applicable
	(ix) Screen Rate Determination:	Applicable
	– Reference Rate:	3-Month EURIBOR
	– Interest Determination Date(s):	The second day on which the TARGET2 System is open prior to the start of the Interest Accrual Period
	– Relevant Screen Page:	Reuters page EURIBOR01 (or any successor or replacement page)

– Relevant Time:	11.00 a.m. (Brussels time)
(x) ISDA Determination:	Not Applicable
(xi) Margin(s):	+ 0.55 per cent. per annum
(xii) Minimum Rate of Interest:	Not Applicable
(xiii) Maximum Rate of Interest:	Not Applicable
(xiv) Day Count Fraction:	Actual/360

PROVISIONS RELATING TO REDEMPTION

16	Tax Event	Applicable
	Notice periods for Condition 4 (b):	Minimum period: 30 days Maximum period: 60 days
17	Capital Disqualification Event	Not Applicable
18	Capital Disqualification Event Variation	Not Applicable
18bis	Loss Absorption Disqualification Event Variation or Substitution	Applicable
19	Issuer Call Option	Not Applicable
20	Loss absorption Disqualification Event in respect of Senior Notes:	Condition 4(e): Applicable from 24 May 2017
	(i) Notice periods for Condition 4(e)	Minimum period: 30 days Maximum period: 60 days
21	Final Redemption Amount	EUR 100,000 per Calculation Amount
22	Early Redemption Amount	
	Early Redemption Amount(s) payable on redemption following a Tax Event, following a Capital Disqualification Event (in the case of Subordinated Tier 2 Notes), following a Loss Absorption Disqualification Event (in the case of Senior Notes) or on event of default or other early redemption:	EUR 100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

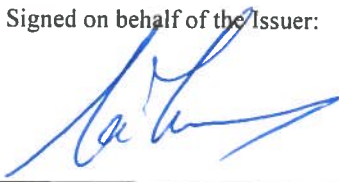
23	Form of Notes:	Dematerialised form
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THIRD PARTY INFORMATION

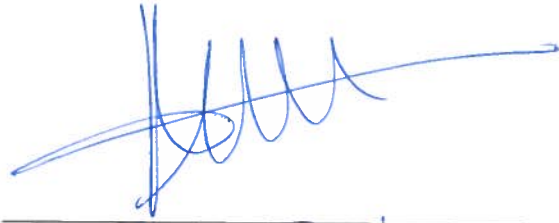
The Issuer accepts responsibility for the information contained in these Final Terms. The brief explanation on the meaning of the ratings in paragraph 2 of Part B of these Final Terms has been extracted from www.standardandpoors.com, www.moody.com and www.fitchratings.com (the “**Relevant Websites**”). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by each of the

Relevant Websites, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:



By: **Innocenzo Soi**
Duly authorised



By: **Jerome Ferris**
Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Brussels with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 4,450

2 RATINGS

The Notes to be issued are expected to be rated:

Standard & Poor's Credit Market Services France S.A.S. ("**S&P**"): BBB+

Moody's Investors Service Limited ("**Moody's**"): Baa1

Fitch France S.A.S. ("**Fitch**"): A

S&P is established in the EU and registered under Regulation (EU) No 1060/2009 (the "**CRA Regulation**"). As defined by S&P, a 'BBB' rating means that the obligations of the Issuer under the Notes exhibit adequate capacity to meet financial commitments, but are more subject to adverse economic conditions than obligations rated in a higher category. The addition of a plus (+) or minus (-) sign shows the relative standing within the major rating categories.

Moody's is established in the EU and registered under the CRA Regulation. As defined by Moody's, a 'Baa1' rating means that the obligations of the Issuer under the Notes are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Fitch is established in the EU and registered under the CRA Regulation. As defined by Fitch, an 'A-' rating indicates that in respect of the obligations of the Issuer under the Notes expectations of credit

risk are currently low. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

3 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in “*Subscription and Sale*”, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

4 **YIELD**

Maximum yield: Not Applicable

Minimum yield: Not Applicable

5 **HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

6 **OPERATIONAL INFORMATION**

(i) ISIN: BE0002281500

(ii) Common Code: 161945277

(iii) Any clearing system(s) other than the Securities Settlement System, Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

(v) Names and addresses of additional Agent(s) (if any): Not Applicable

(vi) Name and address of the Calculation Agent when the Calculation Agent is not KBC Bank NV: Not Applicable

(vii) Intended to be held in a manner which would allow Eurosystem eligibility: No

7 **DISTRIBUTION**

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names and addresses of Dealers and underwriting commitments/quotas: Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street

London EC2N 2DB
United Kingdom
Underwriting commitment: EUR 150,000,000

Goldman Sachs International
Peterborough Court
133 Fleet Street
London EC4A 2BB
United Kingdom
Underwriting commitment: EUR 150,000,000

HSBC Bank plc
8 Canada Square
London E14 5HQ
United Kingdom
Underwriting commitment: EUR 150,000,000

KBC Bank NV
Havenlaan 2
1080 Brussels
Belgium
Underwriting commitment: EUR 150,000,000

Banco Santander, S.A.
Ciudad Grupo Santander
Edificio Encinar
Avenida de Cantabria
28660, Boadilla del Monte
Madrid
Spain
Underwriting commitment: EUR 150,000,000

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|---|---|
| (B) Date of Subscription Agreement: | 22 May 2017 |
| (C) Stabilising manager(s) (if any): | Not Applicable |
| (iii) If non-syndicated, name and address of Dealers: | Not Applicable |
| (iv) US Selling Restrictions | Reg. S Category 2; TEFRA not applicable |
| (v) Additional selling restrictions: | Not Applicable |